

**SILLS CUMMIS & GROSS P.C.**

One Riverfront Plaza

Newark, NJ 07102-5400

Telephone: (973) 643-7000

Facsimile: (973) 643-6500

*Attorneys for Defendants Peter S. Knight, Ronald M. Nordmann, Thomas P. Rice, Melvin Sharoky, Joseph E. Smith, Patrick J. Zenner, Par Pharmaceutical Companies, Inc. and Patrick G. LePore*

**ROPES & GRAY LLP**

1211 Avenue of the Americas

New York, NY 10036-8704

Telephone: (212) 596-9000

Facsimile: (212) 596-9090

*Counsel for Defendants TPG Capital, L.P., Sky Growth Holdings Corporation and Sky Growth Acquisition Corporation*

(Additional Counsel Listed on Signature Page)

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

ROBERT DUVALL, Individually and on Behalf of All Others Similarly Situated,	:	Civil Action No. 12-5109 (SRC)
Plaintiff,	:	Honorable Stanley R. Chesler
vs.	:	Motion Return Date:
	:	October 15, 2012
PAR PHARMACEUTICAL COMPANIES, INC., PETER S. KNIGHT, PATRICK G. LEPORE, RONALD M. NORDMANN, THOMAS P. RICE, MELVIN SHAROKY, JOSEPH E. SMITH, PATRICK J. ZENNER, TPG CAPITAL, L.P., SKY GROWTH HOLDINGS CORPORATION, and SKY GROWTH ACQUISITION CORPORATION,	:	<b>CERTIFICATION OF JEFFREY J. GREENBAUM</b>
Defendants.		<i>Document Electronically Filed</i>

JEFFREY J. GREENBAUM, being of full age, certifies as follows:

1. I am a member of the law firm of Sills Cummis & Gross PC, attorneys for Defendants Peter S. Knight, Ronald M. Nordmann, Thomas P. Rice, Melvin Sharoky, Joseph E. Smith, and Patrick J. Zenner. I submit this Certification to the Court in support of Defendants' Motion to Dismiss the Class Action Complaint.
2. Attached hereto as Exhibit A is a true and correct copy of the Transcript of Record in *In re Compellent Techs., Inc. S'holder Litig.*, C.A. No. 6084 (Del. Ch. Jan. 13, 2011).
3. Attached hereto as Exhibit B is a true and correct copy of Par Pharmaceutical Company's Definitive Proxy Statement Pursuant to Section 14(a) of the Securities and Exchange Act of 1934, dated August 27, 2012.
4. Attached hereto as Exhibit C is a true and correct copy of the Complaint in *Femia v. Par Pharm. Cos., Inc.*, No. L-6305-12 (N.J. Super. Ct. Law Div.).
5. Attached hereto as Exhibit D is a true and correct copy of Judge Robert P. Contillo's September 5, 2012 Order consolidating the New Jersey state cases, filed in the New Jersey Superior Court action.
6. Attached hereto as Exhibit E is a true and correct copy of Judge Robert P. Contillo's September 6, 2012 Order granting Defendants' cross-motion

for a stay and denying Plaintiffs' motion for expedited discovery, filed in the New Jersey Superior Court action.

7. Attached hereto as Exhibit F is a true and correct copy of the Complaint in *Saratoga Advantage Trust Health & Biotechnology Portfolio v. Par Pharma. Cos., Inc.*, No. 2:33-av-00001 (D.N.J.).

I certify under penalty of perjury that the foregoing is true and correct.

/s/ Jeffrey J. Greenbaum  
Jeffrey J. Greenbaum

Executed on September 12, 2012